



Secretary of State  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## RESTATED ARTICLES OF INCORPORATION OF CALIFORNIA STOCK CORPORATIONS

A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to California Corporations Code [sections 901 and 906](#), a certificate signed and verified by a majority of the incorporators or the board, as applicable.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with California Corporations Code [section 910](#).

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the corporation. Please refer to Corporations Code [sections 900-910](#) prior to modification.

The fee for filing Restated Articles of Incorporation is \$30.00. Check(s) should be made payable to the Secretary of State.

The original and at least two copies should be included with your submittal. The Secretary of State will certify two copies of the filed document without charge, **provided that the copies are submitted to the Secretary of State with the document to be filed**. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

Restated Articles of Incorporation are not filed in the regional offices. Documents must be mailed or hand delivered for over-the-counter processing to the Secretary of State's office in Sacramento at:

Business Programs Division  
1500 11th Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814  
Attn: Document Filing Support Unit

(916) 657-5448

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the regional offices.

---

PLEASE REFER TO THE CORPORATE NUMBER WHEN SUBMITTING  
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION

---



**Secretary of State**  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## **EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)**

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

## **INSTRUCTIONS**

The attached sample can be used as a guide when drafting Restated Articles of Incorporation. The certificate should be typed following the instructions set forth below.

Restated Articles of Incorporation are most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the president and secretary, or if the sample does not adequately cover the needs of the corporation, documents must be prepared with modifications to meet the specific requirements of the corporation. Please refer to California Corporations Code [sections 900-910](#) prior to modification.

**NOTE:** If the corporation has not yet filed a Statement of Information – Domestic Stock Corporation pursuant to Corporations Code [section 1502](#), the Restated Articles must retain the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) exactly as stated in the original Articles of Incorporation. If the corporation has filed the required statement, the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) must be omitted. The proper method of changing the records of this office to reflect the current name and/or address of the agent for service of process or the current name(s) and/or address(es) of the directors is to file the Statement of Information – Domestic Stock Corporation. The form can be downloaded from the Secretary of State's Internet Web site at <http://www.ss.ca.gov/business> or can be obtained by calling the Statement of Information Unit at (916) 657-5448.

- **Paragraph 1** - must set forth the current name of the corporation **exactly** as the name is of record with the Secretary of State (including punctuation and abbreviations).
- **Paragraph 2** – must set forth the entire text of the Articles of Incorporation, as amended.
- **Paragraph 3** - must state the amendment and restatement has been approved by the board of directors.
- **Paragraph 4** - if the corporation has issued shares, the certificate must include a statement that the amendment and restatement has been approved by the required vote of the shareholders in accordance with California Corporations Code [section 902](#). The statement of shareholder approval must indicate the total number of outstanding (issued) shares entitled to vote with respect to the amendment and restatement, set forth the percentage vote required and state that the number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required.

However, if the corporation has issued no shares, the certificate must include the statement **the corporation has issued no shares** in lieu of a statement of shareholder approval.

DO NOT include both #4 paragraphs when preparing the certificate. Use ONLY the applicable statement.

- The certificate must be dated, signed and verified by the president and secretary. Each person's name and title should be typed directly below their respective signature.

The original and at least two copies of the Restated Articles of Incorporation, together with the applicable fee(s), should be mailed or hand delivered to the Secretary of State's office in Sacramento. Restated Articles are not filed in the regional offices.

To facilitate the processing of documents mailed to our office, a self-addressed envelope and a letter referencing the corporate name and number as well as your own name, return address and telephone number should also be submitted.

**RESTATED ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of  (NAME OF CORPORATION) , a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

(HERE TYPE THE ARTICLES AS AMENDED AND RESTATED)

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is \_\_\_\_\_. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

**NOTE**

Choose only  
one of the #4  
statements

DO **NOT** USE  
BOTH  
STATEMENTS

**OR**

4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary